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RECEIVED

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

December 6, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Lease Agreement dated March 28, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 27252.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N River Road, Suite 5000
Rosemont, IL 60018

Lessee: Canadian National Railway Company
935 de La Gauchetiere St. West
Montreal, Quebec H3B 2M9
Canada

A description of the railroad equipment covered by the enclosed document is for one hundred thirty (130) gondola cars having NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Documentation Specialist

Enclosures

(CN150)

ASSIGN. NO. CN150

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MEMORANDUM OF LEASE – RIDER NO. 30

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum of Lease") is made and entered into as of March 28, 2011, by and between the Montreal branch of First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Canadian National Railway Company ("Lessee"), a Canadian corporation.


WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement dated as of January 1, 2004 (the "Agreement") and Rider No. 30 thereto dated as of March 28, 2011 (the "Rider") whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in on Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider which are incorporated herein by reference.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Susan A. Barrie
Title: Regional Vice President, Sales
Signature: 

LESSEE:

CANADIAN NATIONAL RAILWAY COMPANY


Name: John A.N. Lamont
Title: Sr. Manager, Asset Finance
Signature: 

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred and thirty (130)

DESCRIPTION OF CARS: Gondola cars.

CAR NUMBERS:

NDYX 965072	NDYX 965228	NDYX 965264	NDYX 965306	NDYX 965344
NDYX 965073	NDYX 965229	NDYX 965265	NDYX 965307	NDYX 965345
NDYX 965084	NDYX 965230	NDYX 965266	NDYX 965308	NDYX 965346
NDYX 965090	NDYX 965231	NDYX 965270	NDYX 965309	NDYX 965347
NDYX 965095	NDYX 965232	NDYX 965271	NDYX 965310	NDYX 965348
NDYX 965106	NDYX 965233	NDYX 965272	NDYX 965311	NDYX 965349
NDYX 965111	NDYX 965234	NDYX 965273	NDYX 965314	
NDYX 965122	NDYX 965235	NDYX 965274	NDYX 965316	
NDYX 965128	NDYX 965236	NDYX 965275	NDYX 965317	
NDYX 965129	NDYX 965237	NDYX 965276	NDYX 965319	
NDYX 965130	NDYX 965238	NDYX 965277	NDYX 965320	
NDYX 965138	NDYX 965239	NDYX 965278	NDYX 965321	
NDYX 965139	NDYX 965240	NDYX 965279	NDYX 965322	
NDYX 965141	NDYX 965241	NDYX 965280	NDYX 965323	
NDYX 965147	NDYX 965243	NDYX 965282	NDYX 965324	
NDYX 965201	NDYX 965244	NDYX 965283	NDYX 965325	
NDYX 965204	NDYX 965245	NDYX 965291	NDYX 965326	
NDYX 965206	NDYX 965246	NDYX 965292	NDYX 965327	
NDYX 965207	NDYX 965247	NDYX 965293	NDYX 965329	
NDYX 965208	NDYX 965248	NDYX 965294	NDYX 965330	
NDYX 965209	NDYX 965249	NDYX 965295	NDYX 965331	
NDYX 965210	NDYX 965250	NDYX 965296	NDYX 965332	
NDYX 965211	NDYX 965252	NDYX 965297	NDYX 965334	
NDYX 965215	NDYX 965256	NDYX 965298	NDYX 965335	
NDYX 965217	NDYX 965257	NDYX 965299	NDYX 965336	
NDYX 965218	NDYX 965258	NDYX 965300	NDYX 965337	
NDYX 965221	NDYX 965259	NDYX 965301	NDYX 965338	
NDYX 965222	NDYX 965260	NDYX 965302	NDYX 965340	
NDYX 965225	NDYX 965261	NDYX 965303	NDYX 965341	
NDYX 965226	NDYX 965262	NDYX 965304	NDYX 965342	
NDYX 965227	NDYX 965263	NDYX 965305	NDYX 965343	